

Prabhat Dairy Limited

February 14th 2020

BSE Limited Phiroze Jeejeebhoy Towers Dalal Street Mumbai -400001 Ref. Scrip Code : 539351	National Stock Exchange of India Ltd., Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E) Mumbai – 400 051 Ref: Symbol - PRABHAT
--	---

Sub.: Outcome of the Board Meeting.

Ref.: Regulation 30 (2) and 30 (4) of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015.

Dear Sir/Madam,

This is in continuation to our letter dated February 7th, 2020 and pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a meeting of the Board of Directors of the Company was held today i.e. February 14, 2020 as scheduled. The meeting of the Board of Directors commenced at 11.05 A.M. and ended on 4.15 P.M. and the Board, inter alia, has considered and approved Un-audited financial results (standalone and consolidated) of the Company for the quarter and nine months ended December 31, 2019.

Further this is to inform that the Hon'ble Regional Director, Western Region has not confirmed the scheme of Amalgamation and Arrangement involving merger of Cheese Land Agro (India) Private Limited with Prabhat Dairy Limited in accordance with the Section 233 of the Companies Act, 2013 and has advised to file a fresh application.

Pursuant to this, the Board of Directors has decided to file an application before the Hon'ble National Company Law Tribunal (NCLT) for the Scheme of Amalgamation (merger by absorption) between Cheese Land Agro (India) Private Limited and Prabhat Dairy Limited under Sections 230 - 232 of the Companies Act, 2013 read with the relevant rules made thereunder. Subsequently the Board has approved the said Scheme of the Amalgamation (merger by absorption) under Section 230 - 232 of the Companies Act, 2013 for the merger of Cheese Land Agro (India) Private Limited, wholly owned subsidiary of the Company, into the Company subject to such approvals as may be required.

With reference to the above we are enclosing herewith the following documents:

1. Un- audited Financial Results (Standalone) for the quarter and nine months ended December 31, 2019, with Limited Review Report.
2. Un-audited Financial Results (Consolidated) for the quarter and nine months ended December 31, 2019, with Limited Review Report.



CIN: L01100PN1998PLC013068

Registered Office: Gat No. 122, At Ranjankhol, Post Tilaknagar, Taluka Rahata, Shirampur, Ahmednagar, Maharashtra - 413720. Tel.: +91-2422-265995.

Pune Office: 2nd Floor, Kataria Chambers, Above Reliance Footprint, S. No. 128/4, Plot No. 6, Sanewadi, Aundh, Pune, Maharashtra - 411007.

India. Tel.: - 020-25885043.

Works : Gut No.66/3B, At. Malunje Khurd, Tal. Rahuri, Dist. Ahmednagar - 413721

web : www.prabhat-india.in

Prabhat Dairy Limited

The details required under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI circular No. CIR/CFD/CMD/4/2015 dated 9th September, 2015 for the scheme will be followed soon.

The above information is also hosted on website at www.prabhat-india.in

Kindly take the same on your records and acknowledge.

Thanking you.

Yours faithfully

For Prabhat Dairy Limited



Dipti Todkar
Company Secretary
Membership No.: A21676



PRABHAT DAIRY LIMITED

Registered office: 122, At Post Ranjankhol, Tal - Rahata, Dist Ahmednagar, Pin - 413720, Maharashtra, India, Tel No. 02422-265995

CIN: L01100PN1998PLC013068, Website : www.prabhat-india.in, E-mail ID: investor@prabhatdairy.in

STATEMENT OF UNAUDITED STANDALONE FINANCIAL RESULTS FOR THE QUARTER ENDED 31 DECEMBER 2019

Sr. No.	Particulars	Amount Rupees in Lakhs (except per share data)					
		Quarter ended			Nine Months ended		Year Ended
		31 Dec 2019 (Unaudited)	30 Sep 2019 (Unaudited)	31 Dec 2018 (Unaudited)	31 Dec 2019 (Unaudited)	31 Dec 2018 (Unaudited)	31 Mar 2019 (Audited)
1	Revenue from operations	19,247.00	5,456.39	1,365.04	30,484.77	3,486.94	7,153.54
2	Other income	861.36	931.86	-	2,502.83	-	-
3	Total income	20,108.36	6,388.25	1,365.04	32,987.60	3,486.94	7,153.54
4	Expenses						
	(a) Cost of materials consumed	19,051.04	5,419.79	1,344.17	30,027.07	3,269.13	6,698.20
	(b) Changes in inventories of finished goods, stock-in-trade and work-in-progress	-150.90	29.40	4.24	-127.44	10.41	54.44
	(c) Employee benefits expenses	120.67	155.34	24.93	348.04	61.73	116.22
	(d) Finance cost	-	-	-	29.88	-	-
	(d) Other expenses	337.43	88.79	-	575.76	-	1.29
	(e) Depreciation	13.27	0.28	-	13.83	-	-
5	Total expenses	19,371.50	5,693.60	1,373.34	30,867.13	3,341.27	6,870.14
6	Profit before tax (3 - 5)	736.86	694.64	-8.30	2,120.47	145.68	283.40
7	Tax expense/ (credit)						
	Current tax	290.00	290.00	4.17	790.00	10.96	95.82
	Deferred tax	-	-	-1.39	-	0.20	-
8	Total tax expense	290.00	290.00	2.78	790.00	11.16	95.82
9	Profit for the year (6 - 8)	446.86	404.64	-11.07	1,330.47	134.51	187.57
10	Discontinue operations (Refer notes)						
	Profit/ (Loss) before tax from discontinued operations	-	-	749.90	-	2,585.40	277.38
	Tax expenses of discontinued operations	-	-	90.69	-	632.72	-200.30
	Profit/ (Loss) for the year from discontinued operations	-	-	659.20	-	1,952.69	477.68
11	Net Profit/ (Loss) for the year	446.86	404.64	648.13	1,330.47	2,087.20	665.25
12	Total other comprehensive income (net of tax) from discontinued operations	-	-	0.02	-	0.15	26.49
13	Total comprehensive income (9 + 10)	446.86	404.64	648.15	1,330.47	2,087.35	691.74
14	Paid-up equity share capital (Face value Rs. 10 each)	9,767.61	9,767.61	9,767.61	9,767.61	9,767.61	9,767.61
15	Other Equity						48,083.34
16	Earnings per share (of Rs 10 each) (not annualised):						
	(a) From continuing operations & discontinuing operations	0.46	0.41	0.66	1.36	2.14	0.71
	(b) From continuing operations (Rs)	0.46	0.41	-0.01	1.36	0.14	0.19
	(c) From discontinuing operations (Rs)	-	-	0.67	-	2.00	0.49



Notes to the Financial Results

1) The above unaudited standalone financial results have been reviewed by the Audit Committee and thereafter approved and taken on record by the Board of Directors in their respective meetings held on February 14, 2020. These unaudited standalone financial results have been prepared in accordance with the Indian Accounting Standards ("Ind-AS") as specified under Section 133 of the Companies Act, 2013 read with the Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and the Companies (Indian Accounting Standards) Amendment Rules, 2016 and the provisions of the Companies Act, 2013.

2) The Statutory Auditors of the Company have conducted a limited review of the above standalone financial results of the Company for the quarter and nine months ended December 31, 2019. An unqualified report has been issued by them thereon.

3) The Company has entered into a Definitive Sale Agreement on January 21, 2019 with Tirumala Milk Products Private Limited ("The Buyer") to sell the entire dairy business of Prabhat Dairy Limited vide a Business Transfer Agreement (BTA) and sale of its subsidiary Sunfresh Agro Industries Private Limited by way of a slump sale on a going concern basis for a total consideration of Rs. 1,70,000 Lakhs (excluding adjustment for net debt outstanding and working capital adjustment as agreed with the buyer). The aforesaid sale was subject to certain conditions precedent viz CCI, Shareholders, Bankers etc. During the previous quarter, the Company received all the critical approvals and post completing the conditions precedent to the deal, the transaction was closed on April 2, 2019.

The Company has classified all its assets & liabilities of the dairy business as Held for sale w.e.f. January 21, 2019 as per the requirements of Ind AS 105 - Non-current Assets Held for Sale and Discontinued Operations. Similarly, the Company has also re-classified the results from discontinuing operations separately from the results from continuing operations as per the requirements of IND AS 105.

Post completion of necessary formalities, the purchase consideration has been received by the Company in the designated Escrow Account on April 10, 2019. The net debt and transaction costs have been settled from the stated escrow account. As working capital adjustments and other subsequent processes post-closing of transactions are not yet over, effect of above-mentioned transaction was not given in Profit and Loss statement for this quarter.

Post the sale of dairy business, the Company intends to focus on the business of animal feeds and nutrition.

4) On February 13, 2019, the Board of directors approved the scheme of Amalgamation and arrangement under Section 230-233 of the Companies Act, 2013 ("Proposed Scheme") for merger of Cheese Land Agro (India) Private Limited, its wholly owned subsidiary, with the Company subject to approvals like shareholders approval, creditor approval, The Regional Directorate approval etc. as required.

Since the Hon'ble Regional Directorate, Western Region has not approved the scheme of Amalgamation and arrangement under section 233 of the Companies Act, 2013, the Amalgamation and arrangement (merger) has not been given effect to in the financial results of the Company.

5) There is no multiple operating segment in the company. The Company has reported the single operating segment i.e. animal feeds and nutrition.

6) Previous period's figures have been regrouped / reclassified wherever necessary to correspond with the current period's classification/ disclosure.

Place: Navi Mumbai
Date : February 14, 2020



For Prabhat Dairy Limited

Sarangdhar R. Nirmal
Chairman & Managing Director
DIN: 00820923

Independent Auditor's Review Report on the unaudited standalone quarterly and year to date financial results of the Company Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended

Review report to
The Board of Directors
Prabhat Dairy Limited

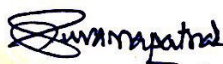
We have reviewed the accompanying statement of Unaudited Financial Results and Statement of Cash flow of Prabhat Dairy Limited for the quarter ended **December 31, 2019** and for the period from **April 01, 2019 to December 31, 2019**. This statement is the responsibility of the Company's Management and has been approved by the Board of Directors. Our responsibility is to issue a report on these financial statements based on our review.

We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity", issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the financial statements are free of material misstatement. A review is limited primarily to inquiries of company personnel and analytical procedures applied to financial data and thus provides less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.

Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying statement of unaudited financial results prepared in accordance with applicable accounting standards and other recognized accounting practices and policies has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including the manner in which it is to be disclosed, or that it contains any material misstatement.

The standalone Ind AS financial statements of the Prabhat Dairy Limited for the year ended March 31, 2019 included in these unaudited standalone financial results were audited by predecessor auditor who expressed an unmodified opinion on those standalone Ind AS financial statements on May 30, 2019.

For KSS & COMPANY
Chartered Accountants
ICAI Firm Registration No. 126322W


Shashank K Suvarnapathaki
Partner
Membership No.: 118070
UDIN: 20118070AAAABD8306
Place: Ahmednagar
Date: 14/02/2020



PRABHAT DAIRY LIMITED

Registered office: 122, At Post Ranjankhol, Tal - Rahata, Dist Ahmednagar, Pin - 413720, Maharashtra, India, Tel No. 02422-265995

CIN: L01100PN1998PLC013068, Website : www.prabhat-india.in, E-mail ID: investor@prabhatdairy.in

STATEMENT OF UNAUDITED CONSOLIDATED FINANCIAL RESULTS FOR THE QUARTER ENDED 31 DECEMBER 2019

Amount Rupees in Lakhs (except per share data)

Sr. No.	Particulars	Quarter ended			Nine Months ended		Year Ended
		31 Dec 2019	30 Sep 2019	31 Dec 2018	31 Dec 2019	31 Dec 2018	31 Mar 2019
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Audited)
1	Revenue from operations	20,157.89	6,338.16	1,365.04	33,836.26	3,486.94	23,872.13
2	Other income	1,731.11	1,752.82	-	5,164.41	-	0.38
3	Total income	21,889.00	8,090.99	1,365.04	39,000.67	3,486.94	23,872.51
4	Expenses						
	(a) Cost of materials consumed	19,901.17	6,311.51	1,344.17	33,294.01	3,269.13	22,521.00
	(b) Changes in inventories of finished goods, stock in-trade and work-in-progress	150.90	29.40	4.24	127.44	10.41	54.44
	(c) Employee benefits expenses	173.17	155.34	16.14	401.01	69.55	188.08
	(d) Finance cost	-	-	-	29.88	-	9.00
	(e) Other expenses	338.70	90.81	9.89	604.42	184.99	838.92
	(f) Depreciation	13.27	0.28	-	13.83	-	-
5	Total expenses	20,275.40	6,587.35	1,374.45	34,215.70	3,534.08	23,611.44
6	Profit before tax (3 - 5)	1,613.60	1,503.64	-9.41	4,784.96	-47.13	261.07
7	Tax expense/ (credit)						
	Current tax	590.00	540.00	2.70	1,640.00	19.52	265.13
	Deferred tax	-	-	-0.90	-	4.24	-
8	Total tax expense	590.00	540.00	1.80	1,640.00	23.76	265.13
9	Profit for the year (6 - 8)	1,023.60	963.64	-11.20	3,144.96	-70.90	-4.05
10	Discontinue operations (Refer notes)						
	Profit/ (Loss) before tax from discontinued operations	-	-	751.01	-	5,642.66	3,814.58
	Tax expenses of discontinued operations	-	-	91.67	-	1,474.85	-1,074.96
	Profit/ (Loss) for the year from discontinued operations	-	-	659.33	-	4,167.82	4,889.54
11	Net Profit/ (Loss) for the year	1,023.60	963.64	648.13	3,144.96	4,096.92	4,885.49
12	Total other comprehensive income (net of tax) from discontinued operations	-	-	0.02	-	0.15	31.11
13	Total comprehensive income (9 + 10)	1,023.60	963.64	648.15	3,144.96	4,097.07	4,916.60
14	Paid-up equity share capital (Face value Rs. 10 each)	9,767.61	9,767.61	9,767.61	9,767.61	9,767.61	9,767.61
15	Other Equity	-	-	-	-	-	68,234.35
16	Earnings per share (of Rs 10 each) (not annualised):						
	(a) From continuing operations & discontinuing operations (Rs)	1.05	0.99	0.66	3.22	4.19	5.03
	(b) From continuing operations (Rs)	1.05	0.99	-0.01	3.22	-0.07	-0.00
	(c) From discontinuing operations (Rs)	-	-	0.68	-	4.27	5.01



Notes to the Financial Results

1) The above unaudited consolidated financial results have been reviewed by the Audit Committee and thereafter approved and taken on record by the Board of Directors in their respective meetings held on February 14, 2020. These unaudited consolidated financial results have been prepared in accordance with the Indian Accounting Standards ("Ind-AS") as specified under Section 133 of the Companies Act, 2013 read with the Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and the Companies (Indian Accounting Standards) Amendment Rules, 2016 and the provisions of the Companies Act, 2013.

2) The Statutory Auditors of the Company have conducted a limited review of the above consolidated financial results of the Company for the quarter and nine months ended December 31, 2019. An unqualified report has been issued by them thereon.

3) Key Standalone Financial Information

(Rs. In Lakhs)							
Sr. No.	Particulars	Quarter ended			Nine month ended		Year Ended
		31-Dec-19	30-Sep-19	31-Dec-18	31-Dec-19	31-Dec-18	31-Mar-19
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Audited)
1	Revenue from operations	19,247.00	5,456.39	1,365.04	30,484.77	3,486.94	7,153.54
2	Net profit before Tax	736.86	694.64	741.60	2,120.47	2,731.08	560.77
3	Net profit after Tax	446.86	404.64	648.13	1,330.47	2,087.20	665.25

Note: The above unaudited results of Prabhat Dairy Ltd on a standalone basis for the above mentioned periods are available on Company's website www.prabhat-india.in and on the Stock exchange website www.nseindia.com and www.bseindia.com

4) The Company has entered into a Definitive Sale Agreement on January 21, 2019 with Tirumala Milk Products Private Limited ("The Buyer") to sell the entire dairy business of Prabhat Dairy Limited vide a Business Transfer Agreement (BTA) and sale of its subsidiary Sunfresh Agro Industries Private Limited by way of a slump sale on a going concern basis for a total consideration of Rs. 1,70,000 Lakhs (excluding adjustment for net debt outstanding and working capital adjustment as agreed with the buyer). The aforesaid sale was subject to certain conditions precedent viz CCI, Shareholders, Bankers etc.

During the previous quarter, the Company received all the critical approvals and post completing the conditions precedent to the deal, the transaction was closed on April 2, 2019.

The Company has classified all its assets & liabilities of the dairy business as Held for sale w.e.f. January 21, 2019 as per the requirements of Ind AS 105 - Non-current Assets Held for Sale and Discontinued Operations. Similarly, the Company has also re-classified the results from discontinuing operations separately from the results from continuing operations as per the requirements of IND AS 105.

Post completion of necessary formalities, the purchase consideration has been received by the Company in the designated Escrow Account on April 10, 2019. The net debt and transaction costs have been settled from the stated escrow account. As working capital adjustments and other subsequent processes post-

closing of transactions are not yet over, effect of above mentioned transaction was not given in Profit and Loss statement for this quarter.

Post the sale of dairy business, the Company intends to focus on the business of animal feeds and nutrition.

5) On February 13, 2019, the Board of directors approved the scheme of Amalgamation and arrangement under Section 230-233 of the Companies Act, 2013 ("Proposed Scheme") for merger of Cheese Land Agro (India) Private Limited, its wholly owned subsidiary, with the Company subject to approvals like shareholders approval, creditor approval, The Regional Directorate approval etc. as required.

Since the Hon'ble Regional Directorate, Western Region has not approved the scheme of Amalgamation and arrangement under section 233 of the Companies Act, 2013, the Amalgamation and arrangement (merger) has not been given effect to in the financial results of the Company.

6) There is no multiple operating segment in the company. The Company has reported the single operating segment i.e. animal feeds and nutrition.

7) Previous period's figures have been regrouped / reclassified wherever necessary to correspond with the current period's classification/ disclosure.

Place: Navi Mumbai
Date : February 14, 2020



For Prabhat Dairy Limited

Sarangdhar R. Nirmal
Chairman & Managing Director
DIN: 00820923



Independent Auditor's Review Report on consolidated unaudited quarterly and year to date financial results of the Company Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Review report to
The Board of Directors
Prabhat Dairy Limited

1. We have reviewed the accompanying Statement of Consolidated Unaudited Financial Results and Statement of Cash Flow of Prabhat Dairy Limited ("the Parent") and its subsidiary (the Parent and its subsidiaries together referred to as "the Group") for the quarter ended **December 31, 2019** and for the period from **April 01, 2019 to December 31, 2019** ("the Statement"), being submitted by the Parent pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended. Attention is drawn to the fact that the consolidated figures for the corresponding quarter and nine month ended **December 31, 2019** and the corresponding period from **April 01, 2019 to December 31, 2019** as reported in these financial results have been approved by the Parent's Board of Directors, but have not been subjected to review.

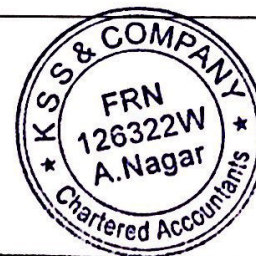
2. This Statement, which is the responsibility of the Parent's Management and approved by the Parent's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 "Interim Financial Reporting" ("Ind AS 34"), prescribed under Section 133 of the Companies Act, 2013, and other accounting principles generally accepted in India. Our responsibility is to express a conclusion on the Statement based on our review.

3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity", issued by the Institute of Chartered Accountants of India. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

We also performed procedures in accordance with the circular issued by the SEBI under Regulation 33 (8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, to the extent applicable.

4. The Statement includes the results of the following entities:

Name of the entity	Relationship
Cheese Land Agro (Industries) Private Limited	Subsidiary




5. Based on our review conducted and procedures performed as stated in paragraph 3 above and based on the consideration of the review reports of the branch auditors and other auditors referred to in paragraph 7 below, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the recognition and measurement principles laid down in the aforesaid Indian Accounting Standard and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, including the manner in which it is to be disclosed, or that it contains any material misstatement.

6. The consolidated unaudited financial results includes the interim financial statements/ financial information/ financial results of 1 subsidiary (**Cheese Land Agro (India) Private Limited**) which have not been reviewed by their auditors, whose interim financial statements/ financial information/ financial results reflect total revenue Rs. 3,351.49 Lakhs and net profit Rs.1,814.49Lakhs, for the nine months ended **December 31, 2019** and for the period from **April 01, 2019 to December 31, 2019**

7. The consolidated Ind AS financial statements of the Group for the year ended March 31, 2019 included in these unaudited consolidated financial results were audited by predecessor auditor who expressed an unmodified opinion on those consolidated Ind AS financial statements on May 30, 2019.

For KSS & COMPANY
Chartered Accountants
ICAI Firm Registration No. 126322W


Shashank K Suvarnapathak
Partner
Membership No.: 118070
UDIN: 20118070AAAABD8306
Place: Ahmednagar
Date: 14/02/2020

